

**LAW OFFICES OF
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July 1, 2009

Honorable Anne K. Quinlan,
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

27940-A

FILED

JUL 01 '09

-10 3 7 AM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Partial Assignment, a secondary document, dated as of June 30, 2009. The primary document to which this is connected is recorded Recordation No. 27940. We request that this document be recorded under Recordation No. 27940-A.

The names and addresses of the parties to the Memorandum of Partial Assignment are:

Assignor:

Banc of America Leasing & Capital, LLC
One Financial Plaza, 5th Floor
Providence, RI 02903

Assignee:

MassMutual Asset Finance, Inc.
2 Hampshire Street
Foxboro, MA 02035

A description of the equipment covered by the Memorandum of Partial Assignment consists of 260 Aluminum BethGon Coalporter railroad cars numbered CPOX 10101 to 10360, inclusive.

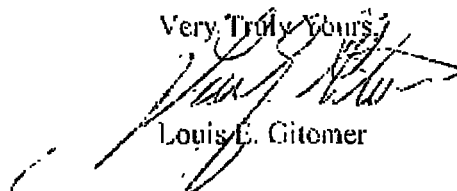
Honorable Anne K. Quinlan
July 1, 2009
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Partial Assignment between Banc of America Leasing & Capital, LLC, One Financial Plaza, 5th Floor, Providence, RI 02903, and MassMutual Asset Finance, Inc., 2 Hampshire Street, Foxboro, MA 02035, covering 260 Aluminum BethGon Coalporter railroad cars numbered CPOX 10101 to 10360, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of June 30, 2009

between

MASSMUTUAL ASSET FINANCE LLC
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on June ____, 2009 at ____:____.m.

JUL 01 '09

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MEMORANDUM OF PARTIAL ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of June 30, 2009, by and between MASSMUTUAL ASSET FINANCE LLC (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and CONSUMERS ENERGY COMPANY, as Lessee, have heretofore executed that certain Railroad Equipment Lease dated as of May 18, 2009 (the "Lease"), pertaining to the railcars described therein (the "Railcars"). A Memorandum of Railroad Equipment Lease with respect to the Lease and the Railcars was duly filed and recorded as Recordation No. 27940 with the Surface Transportation Board on May 19, 2009.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of August 24, 2004 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of its rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's obligations under the Lease solely with respect to the Railcars identified on Exhibit No. 1 hereto (the "Assigned Railcars"), and (b) Assignor has sold the Assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Partial Assignment to provide notice of the sale of the Assigned Railcars and assignment of the Lease as it pertains to the Assigned Railcars.


This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

This Memorandum of Partial Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Partial Assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Partial Assignment to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: 
Name: David J. Coutu
Title: Managing Director

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Partial Assignment to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____

Name: David J. Coutu

Title: Managing Director

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name: Annemarie L. Warren

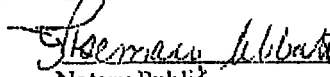
Title: Vice President

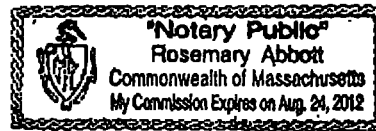
COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On June 30, 2009 before me personally appeared David J. Coutu, to me personally known, who being by me duly sworn says that he is the Managing Director of MassMutual Asset Finance LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

[NOTARIAL SEAL]


Notary Public
My commission expires:



STATE OF Massachusetts)
COUNTY OF Suffolk) ss.

I HEREBY CERTIFY, that on this 20th day of June, 2009, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Alison C. Oldmixon

Notary Public

My commission expires: 11/7/2014.

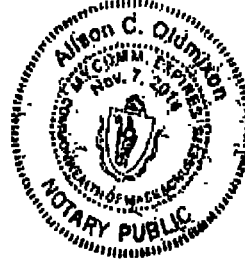


EXHIBIT NO. 1
TO MEMORANDUM OF PARTIAL ASSIGNMENT
DESCRIPTION OF ASSIGNED RAILCARS

Two Hundred Sixty (260) Aluminum BethGon Coalporter railroad cars, manufactured by Freightcar America, Inc. bearing reporting marks CPOX 10101 through 10360, inclusive.

1840690.1